

RECORDATION NO. 22446 - A FILED

JUL 29 '05 12:47 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 29, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment No. 1 to Rider No. 1 to Master Lease Agreement, dated as of July 14, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Lease Agreement previously filed with the Board under Recordation Number 22446.

The name and address of the party to the enclosed document are:

Lessor:	Joseph Leasing Ltd. 300 Pike Street Cincinnati, Ohio 45202
Manager:	The David J. Joseph Company 300 Pike Street Cincinnati, Ohio 45202
Lessee:	Iowa, Chicago & Eastern Railroad Company 337 - 22nd Avenue South Brookings, South Dakota 57006

Mr. Vernon A. Williams
July 29, 2005
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A description of the railroad equipment covered by the enclosed document is:

69 mill gondola railcars: JTLX 5800– JTLX 5869 (except JTLX 5805).

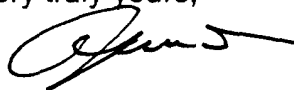
A short summary of the document to appear in the index is:

Memorandum of Amendment No. 1 to Rider No. 1 to Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF
AMENDMENT NO. 1 TO
RIDER NO. 1 TO

SURFACE TRANSPORTATION BOARD

MASTER LEASE AGREEMENT DATED AUGUST 26, 2003

This MEMORANDUM OF AMENDMENT NO. 1 TO RIDER NO. 1 TO MASTER LEASE AGREEMENT ("Memorandum of Amendment No. 1") entered into this 14th day of July, 2005, is intended to evidence the amendment dated as of July 14, 2005 (the "Amendment No. 1"), between JOSEPH LEASING LTD., (f/k/a DJJ LEASING LTD.) an Ohio limited liability company ("Lessor"), MHF LOGISTICAL SOLUTIONS, a Pennsylvania corporation ("Lessee"), and THE DAVID J. JOSEPH COMPANY (f/k/a JOSEPH TRANSPORTATION SERVICES, INC.) ("Manager") for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the sixty-nine (69) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Master Lease Agreement (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") with Recordation No. 22446. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 22446-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

JOSEPH LEASING LTD. (on behalf of
itself as Lessor) and THE DAVID J.
JOSEPH COMPANY (on behalf of itself
as Manager)

MHF LOGISTICAL SOLUTIONS

By: 

Name: James H. Goetz

Title: Vice President and

Executive VP / CFO, respectively

By: 

Name: Stephen Lipovsky

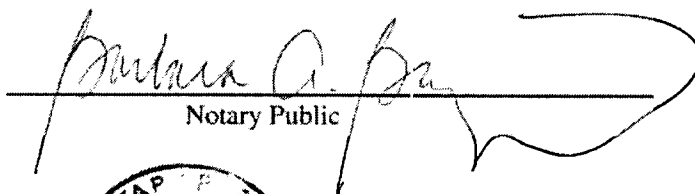
Title: Equipment Manager

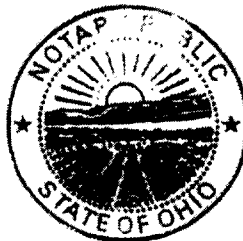
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 14th day of July, 2005, by James H. Goetz, Vice President of Joseph Leasing Ltd., an Ohio limited liability company, and the Executive Vice President and CFO of the David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

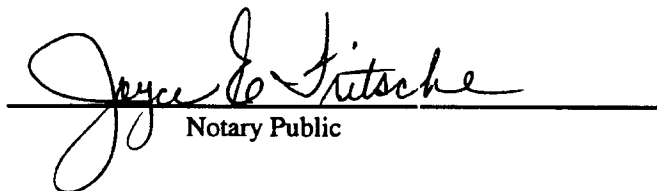

Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF Pennsylvania)
) SS:
COUNTY OF Lawrence)

The foregoing instrument was acknowledged before me this 15th day of July, 2005, by, Stephen Lipecky the Equipment Manager of MHF Logistical Solutions a Pennsylvania corporation, on behalf of the corporation.


Notary Public

My Commission expires:

Sept. 19, 2005

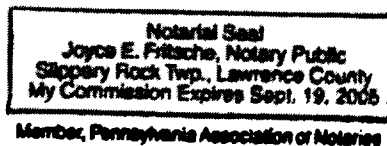


EXHIBIT A

To the Memorandum of Amendment No. 1 dated July 14, 2005, between Joseph Leasing Ltd. and MHF Logistical Solutions.

DESCRIPTION OF UNITS

Sixty-nine (69), railcars bearing reporting marks:

JTLX 5800 – JTLX 5804, inclusive

and

JTLX 5806 – JTLX 5869, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/29/05



Robert W. Alvord